

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:
	:
DELPHI CORPORATION, <i>et al.</i> ,	: Chapter 11
	: Case No. 05-44481 (RDD)
	:
Debtors.	: Jointly Administered
	:
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**CONSENT ORDER WITHDRAWING ORDER TO
SHOW CAUSE ISSUED AGAINST BEHR INDUSTRIES CORPORATION**

This Court having entered an Order to Show Cause dated November 3, 2005 (the "Show Cause Order"), upon the motion of Delphi Corporation, *et al.* (the "Debtors"), directing Behr Industries Corporation (the "Supplier" and together with the Debtors, the "Parties") to show cause at a hearing, to be held on May 24, 2006, why the Supplier should not be held in violation of the automatic stay provisions of 11 U.S.C. §362 for allegedly threatening to withhold essential goods from the Debtors under one or more contracts between the Parties, and the Parties having agreed to a settlement of the issues raised by the Show Cause Order pursuant to a separate agreement between the Parties (the "Agreement"), it is hereby

ORDERED, that this matter is settled in accordance with, and pursuant to the terms of, the Parties' Agreement; and it is further

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ORDERED, that the Show Cause Order be, and it hereby is, withdrawn.

Dated: New York, New York
May 12, 2006

/s/Robert D. Drain
Robert D. Drain
United States Bankruptcy Judge

Consent to the foregoing:

May 10, 2006

May 10, 2006

DELPHI CORPORATION, *et al.*,
By their attorneys,
TOGUT, SEGAL & SEGAL LLP
By:

BEHR INDUSTRIES CORPORATION,
By its attorneys,
WARNER NORCROSS & JUDD LLP
By:

/s/ Neil Berger
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